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Transmitted Via U.S. Mail

June 12, 2006

Robert Holub
California Regional Water Quality Control Board
3737 Main Street, Suite 500
Riverside, CA 92501-3348

Re: Meeting Summary and Anticipated Follow up Activities
Former Northrop Grumman System Corporation Y-12 Facility
Cleanup and Abatement Order No. R8-2003-108
301 Orangethorpe Avenue, Anaheim, California
BBL Project #: 37113

Dear Mr. Holub:

Thank you for taking the time to meet with Northrop Grumman Systems Corporation (NGSC) and its representatives on June 2, 2006 regarding the former Y-12 facility in Anaheim, California. The purpose of this letter is to provide a summary of our meeting and to outline the schedule of follow up activities we discussed.

The meeting was held in order to discuss your agency's comments on the October 13, 2004 Groundwater Remediation Plan (GRP) as presented in your letter of April 19, 2006, and to outline a plan to implement the required activities. As discussed, NGSC is in general agreement with your comments and is prepared to proceed with site remediation. Because additional investigation is needed to define the scope and boundaries of this remediation, and to address the potential effects of the Orange County Water District (OCWD) regional cleanup on the upper aquifer, the actual implementation should be performed in a phased manner. The following sections describe the project phases as discussed in our meeting.

Pilot Study Soil Vapor Extraction/Multi-Phase Extraction

NGSC will proceed with the implementation of the soil vapor extraction (SVE)/Multi-Phase Extraction (MPE) pilot study in accordance with the 2004 GRP and your April 19, 2006 comments. We anticipate that the pilot study can be completed before the end of August 2006 providing that we are able to obtain and schedule site access with the current property owner.

Pre-design Investigation of Vadose Zone and Perched Groundwater Conditions

In parallel with the SVE/MPE pilot study, NGSC will conduct additional investigations of the vadose zone and perched groundwater conditions in the vicinity of the suspected onsite source area, the former

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degreaser. The purpose of the investigation is to supplement the existing site characterization data to the extent necessary to establish the physical boundaries of the SVE/MPE remediation.

Vadose Zone and Perched Groundwater Remediation Plan

The results of the SVE/MPE pilot study and the additional source area characterization will be formally presented in, and used as the basis for, a full scale remediation plan for the vadose zone and perched groundwater at the site. Assuming all field work can be completed by the end of August 2006, we expect that the remediation plan can be prepared and submitted for review in early October 2006.

Upper Aquifer Upgradient Water Quality Investigation

To evaluate the groundwater conditions flowing onto the site in the upper aquifer, NGSC will install a multi-level well at a location along the eastern side of the site, directly upgradient of the former degreaser. The well screen intervals will be installed to be consistent with the depths of the existing downgradient upper aquifer wells. Once installed, the well will be sampled as part of the next regularly scheduled quarterly sampling round. We anticipate that this well can be installed before the end of August 2006 to be ready for sampling as part of the third quarter monitoring event.

Upper Aquifer Groundwater Remediation

As discussed in the meeting, a recent trend of increasing constituent concentrations in wells screened in the upper aquifer, most notably NMW-2, appears to be related to a longer trend of increasing groundwater elevations. A review of the monitoring data shows that the potentiometric groundwater surface in the upper aquifer system has risen 15 to 20 feet over the past two years. In contrast, during periods of lower potentiometric groundwater elevations, between 2000 and 2003, constituent concentrations were lower in the upper aquifer wells.

NGSC will review the groundwater quality monitoring data for the upper aquifer wells, including the proposed upgradient well, to evaluate groundwater remediation options. As noted in the meeting, it is important to recognize that NGSC is also part of litigation by the Orange County Water District regarding impacts to the upper aquifer and that a separate remediation plan is pending which could include the subject site. NGSC will work cooperatively with the Regional Water Quality Control Board to develop a targeted remediation plan for the shallow portion of the upper aquifer to address the contributions, if any, of the site. We believe that those discussions should take place after at least two quarterly monitoring rounds have been completed that include the new upgradient well.

We appreciate your cooperation in developing this plan of action and look forward to making progress in addressing the remaining issues at the site in the near term. Please contact Mr. Michael Martin of NGSC at (310) 331-1766 if you have any questions regarding this letter.

Sincerely,

BLASLAND, BOUCK & LEE, INC.

Norbert J. Schulz
Vice President

NJS/njs

cc: M. Martin, NGSC
E. Brown, NGSC
M. McKeith, LBB&S